

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF MICHIGAN

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Barfly Ventures, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 27-1798379

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

35 Oakes Street SW #400
Grand Rapids, MI 49530

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Kent

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Barfly Ventures, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See attached list	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Barfly Ventures, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Barfly Ventures, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 3, 2020**
MM / DD / YYYY**X /s/ Mark A. Sellers, III**

Signature of authorized representative of debtor

Mark A. Sellers, III

Printed name

Title **Founder and Chairman of the Board****18. Signature of attorney****X /s/ Rozanne M. Giunta**

Signature of attorney for debtor

Date **June 3, 2020**

MM / DD / YYYY

Rozanne M. Giunta P29969

Printed name

Warner Norcross & Judd, LLP

Firm name

**715 E. Main Street
Suite 110****Midland, MI 48640-5382**

Number, Street, City, State & ZIP Code

Contact phone **989-698-3758**Email address **rgiunta@wnj.com****P29969 MI**

Bar number and State

Debtor Name	Federal ID	District Filed	Relationship
BarFly Ventures, LLC	8379	Western	Affiliate
Barfly Management, LLC	6274	Western	Affiliate
9 Volt, LLC dba HopCat-GR	1129	Western	Affiliate
50 Amp Fuse, LLC dba Stella's Lounge	3684	Western	Affiliate
EL Brewpub, LLC dba Hopcat East Lansing	5334	Western	Affiliate
GRBC Holdings, LLC dba Grand Rapids Brewing Company	2130	Western	Affiliate
Luck of the Irish, LLC dba The Waldron Public House and McFadden's Restaurant & Saloon	4255	Western	Affiliate
Hopcat-Ann Arbor, LLC	5229	Western	Affiliate
Hopcat-Chicago, LLC	7552	Western	Affiliate
Hopcat-Concessions, LLC	2597	Western	Affiliate
Hopcat-Detroit, LLC	8519	Western	Affiliate
HopCat-GR Beltline, LLC	9149	Western	Affiliate
HopCat-Holland, LLC	7132	Western	Affiliate
Hopcat-Indianapolis, LLC dba HopCat-Broad Ripple	7970	Western	Affiliate
Hopcat-Kalamazoo, LLC	8992	Western	Affiliate
Hopcat-Kansas City, LLC dba HopCat-KC, LLC and Tikicat	6242	Western	Affiliate
Hopcat-Lexington, LLC	6748	Western	Affiliate
Hopcat-Lincoln, LLC	2999	Western	Affiliate
Hopcat-Louisville, LLC	0252	Western	Affiliate
Hopcat-Madison, LLC	9108	Western	Affiliate
Hopcat-Minneapolis, LLC	8622	Western	Affiliate
Hopcat-Port St. Lucie, LLC	0616	Western	Affiliate
Hopcat-Royal Oak, LLC	1935	Western	Affiliate
Hopcat-St. Louis, LLC	6994	Western	Affiliate
The date filed in each case are all the same date and the Judges will be determined by the Court.			

Fill in this information to identify the case:

Debtor name **Barfly Ventures, LLC**
 United States Bankruptcy Court for the: **WESTERN DISTRICT OF MICHIGAN**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
First Savings Bank Small Business Lending 702 N. Shore Drive Suite 300 Jeffersonville, IN 47130		PPP Loan during COVID-19				\$6,602,400.00
Gordon Food Service Dept CH 10490 Palatine, IL 60055						\$1,728,525.53
Innovo Development Group - RO 1321 S Westnedge Ave Kalamazoo, MI 49008						\$79,517.22
Consumers Energy PO Box 740309 Cincinnati, OH 45274						\$35,400.90
Corrigan Logistics 23923 Research Drive Farmington, MI 48335						\$28,900.00
HNI Risk Advisors PO Box 510187 New Berlin, WI 53151						\$27,489.00
Plante & Moran PLLC 166 Collections Center Drive Chicago, IL 60693						\$19,660.00
Perkins Coie LLP PO Box 24643 Seattle, WA 98124						\$17,283.50

Debtor **Barfly Ventures, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Rock Creek Advisors LLC 555 Fifth Avenue, 14th Floor New York, NY 10017						\$15,000.00
Envoy Facilities Maintenance 8014 Cumming Hwy, Ste 403-306 Canton, GA 30115						\$15,000.00
Happy PR 1059 Wealthy St SE #202 Grand Rapids, MI 49506						\$14,000.00
Paytronix Systems Inc 80 Bridge St Newton, MA 02458						\$13,327.15
iHeartMedia 3964 Collection Center Drive Chicago, IL 60693-0039						\$12,037.40
NuArx Inc P.O. Box 771994 Detroit, MI 48277-1994						\$10,947.14
QSR Automations Inc 2301 Stanley Gault Parkway Louisville, KY 40223						\$8,480.57
HotSchedules.com, Inc. P.O. Box 848472 Dallas, TX 75284-8472						\$8,046.40
Hyatt Place Royal Oak 422 N Main St Royal Oak, MI 48067						\$7,819.80
Schiff Hardin LLP 233 South Wacker Drive Suite 7100 Chicago, IL 60606						\$7,125.00
HR Collaborative LLC 678 Front Ave NW Ste 265 Grand Rapids, MI 49504						\$6,366.68

Debtor **Barfly Ventures, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Wisely Inc. 205 E. Washington Street Suite 2A Ann Arbor, MI 48104						\$5,880.06

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Ventures, LLC**

Debtor(s)

Case No.
Chapter**11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Abel Balderas 1133 Fremont Ave. NW Grand Rapids, MI 49504	Incentive Units	.069%	Membership Interest
Arena Group, LLC 85 Las Quebradas Lane Alamo, CA 94507	Common Units	.584%	Membership Interest
Banker Capital, LLC 6508 Crane Road Ypsilanti, MI 48197	Common Units	.825%	Membership Interest
Barfly Management LLC 1040 Oakleigh Ave. NW Grand Rapids, MI 49504	Common Units	27.816%	Membership Interest
BJP Brew Investments 2, LLC 5273 140th Ave. NE Bellevue, WA 98005	Common Units	2.247%	Membership Interest
BJP Brew Investments 2, LLC 5273 140th Ave. NE Bellevue, WA 98005	Incentive Units	.484%	Membership Interest
BJP Brew Investments, LLC 5273 140th Ave. NE Bellevue, WA 98005	Common Units	1.358%	Membership Interest
Borgetto Investments, LLC 100 Monroe Center NW Grand Rapids, MI 49503	Common Units	1.941%	Membership Interest
Brian and Danielle Brennan 5950 Egypt Valley Ave. NE Rockford, MI 49341	Incentive Units	.517%	Membership Interest
CDL Investments, LLC 5470 Kenowa Ave. SW Wyoming, MI 49418	Common Units	1.239%	Membership Interest
Christopher Knappe 2530 Maplewood Dr. SE Grand Rapids, MI 49506	Incentive Units	.517%	Membership Interest

In re: **Barfly Ventures, LLC**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Congruent Credit Opportunities Matt Killebrew 3400 Carlisle Street Suite 400 Dallas, TX 75204	Units	7.254%	Membership Interest
Duran Family Trust 257 Garnet Avenue San Carlos, CA 94070	Common Units	.859%	Membership Interest
E3 Enterprises, LLC 6254 Northwood Road Dallas, TX 75225	Common Units	1.652%	Membership Interest
Ellen Winterburn 7795 Wedgemont Ct. SE Alto, MI 49302	Incentive Units	.228%	Membership Interest
Erin Lind 110 N. Birchwood Louisville, KY 40206	Incentive Units	.048%	Membership Interest
Frank Nesti 609 Chapin Ave. Birmingham, MI 48009	Common Units	.448%	Membership Interest
Frank Nesti 609 Chapin Avenue Birmingham, MI 48009	Incentive Units	.238%	Membership Interest
Garry Boyd 1855 Colfax Avenue Grand Haven, MI 49417	Incentive Units	1.756%	Membership Interest
Genevieve Gudebski Trust 1561 Rancho View Road Lafayette, CA 94549	Common Units	.414%	Membership Interest
HCBF, LLC 117 Center Street East Lansing, MI 48823	Common Units	1.580%	Membership Interest
HMS Equity holdings Matt Killebrew 3400 Carlisle Street Suite 400 Dallas, TX 75204	Options/Warrants	3.135%	Membership Interest

In re: **Barfly Ventures, LLC**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jacob and Annie Kibler 7708 Canary Lane Jenison, MI 49428	Incentive Units	.069%	Membership Interest
James Snelson 104 South G Street Midland, TX 79701	Common Units	1.032%	Membership Interest
Jay Gudebski Trust 1561 Rancho View Road Lafayette, CA 94549	Common Units	3.108%	Membership Interest
Jay Gudebski Trust 1561 Rancho View Road Lafayette, CA 94549	Common Units	2.072%	Membership Interest
Jeffrey Sorum 18329 Frontier Place Eden Prairie, MN 55347	Incentive Units	1.160%	Membership Interest
Jill and George Golder 900 20th Avenue South Unit 815 Nashville, TN 37212	Common Units	.46%	Membership Interest
Joe Mansueto 400 North Michigan Ave. Suite 350 Chicago, IL 60611	Common Units	17.186%	Membership Interest
John Fulkerson 7314 Lane Park Drive Dallas, TX 75225	Common Units	1.772%	Membership Interest
Joseph and Michelle Verbrugge Family Trust UAD June 21, 2010 1720 Flowers Crossing Dr. NE Grand Rapids, MI 49525	Common Units	1.719%	Membership Interest
Justin Pollock 1310 Aberdeen Street Grand Rapids, MI 49505	Incentive Units	.048%	Membership Interest
Kevin Kozak 2757 Copper Hill Drive Grand Rapids, MI 49525	Incentive Units	.342%	Membership Interest

In re: **Barfly Ventures, LLC**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Khaled Ibrahim 7308 N. Tipton Avenue Kansas City, MO 64152	Incentive Units	.048%	Membership Interest
KM Prost, LLC 957 Leonard Street NW Grand Rapids, MI 49504	Common Units	1.032%	Membership Interest
Lisa Miller 1487 Stoney Lake Drive Holland, MI 49424	Incentive Units	.654%	Membership Interest
Main Street Equity Interest 1300 Post Oak Blvd. Suite 800 Houston, TX 77056	Options/Warra nts	3,369%	Membership Interest
Mark Gray 918 SW Jeremko Avenue Port Saint Lucie, FL 34953	Incentive Units	1.185%	Membership Interest
Matthew McKissock 1010 Follett Run Road Warren, PA 16365	Common Units	2.543%	Membership Interest
Mike Moore 2010 Alamanda Drive Miami, FL 33181	Incentive Units	.114%	Membership Interest
N2 Ventures, LLC 2845 Wilson Ave. Grandville, MI 49418	Common Units	1.653%	Membership Interest
Phil Crawford 679 Mountain Avenue Berkeley Heights, NJ 07922	Incentive Units	.049%	Membership Interest
Richard and Bernadette Cooley 4427 Harvey Avenue Western Springs, IL 60558	Common Units	.344%	Membership Interest
Richard Smith 26 Gibraltar Dr. NE Rockford, MI 49341	Incentive Units	.048%	Membership Interest
Roger Lipton 983 Park Avenue New York, NY 10028	Incentive Units	.035%	Membership Interest

List of equity security holders consists of 5 total page(s)

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Best Case Bankruptcy

In re: **Barfly Ventures, LLC**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Sarah Jones 915 Washington St. #101 Kansas City, MO 64105	Incentive Units	.048\$	Membership Interest
Shawn and Alexandria Blonk 1063 Ardmore SE Grand Rapids, MI 49507	Incentive Units	.069%	Membership Interest
Steve and Allison Cestari 3182 Baypoint Drive Rochester, MI 48309	Incentive Units	.455%	Membership Interest
Thinc Barfly, LLC 9500 Downes St. NE Lowell, MI 49331	Common Units	.413%	Membership Interest
Todd Kronebusch 1537 Providence Cove Court Byron Center, MI 49315	Incentive Units	2.320%	Membership Interest
William Holmes P.O. Box 3728 Midland, TX 79702	Common Units	1.166%	Membership Interest
William Vosseler 4246 Marber Avenue Lakewood, CA 90713	Incentive Units	.206%	Membership Interest
Wooten Family Trust 1637 Santa Rosa Avenue Santa Barbara, CA 93109	Common Units	.069%	Membership Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Founder and Chairman of the Board** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 3, 2020**Signature **/s/ Mark A. Sellers, III**
Mark A. Sellers, III

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Ventures, LLC**

Debtor(s)

Case No.

Chapter

11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Mark A. Sellers, III**, declare under penalty of perjury that I am the **Founder and Chairman of the Board** of **Barfly Ventures, LLC**, and that the following is a true and correct copy of the resolutions adopted by the Members of said Limited Liability Company (the "Company") at a special meeting duly called and held on the 3rd day of June, 2020.

"Whereas, it is in the best interest of this Company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Mark A. Sellers, III, Founder and Chairman of the Board** of this Company is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the Company; and

Be It Further Resolved, that **Mark A. Sellers, III, Founder and Chairman of the Board** of this Company is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case, and

Be It Further Resolved, that **Mark A. Sellers, III, Founder and Chairman of the Board** of this Company is authorized and directed to employ **Rozanne M. Giunta P29969**, attorney and the law firm of **Warner Norcross & Judd, LLP** to represent the Company in such bankruptcy case."

Date June 3, 2020Signed /s/ Mark A. Sellers, IIIMark A. Sellers, III

**BARFLY VENTURES, LLC AND ITS AFFILIATES
RESOLUTION TO FILE CHAPTER 11 BANKRUPTCY**

A meeting of the Board of Directors of BARFLY VENTURES, LLC, a Michigan limited liability company (the “**Company**”), was held on May 29, 2020.

The Company is the sole member and manager of the following entities: 9 Volt, LLC (d/b/a HopCat), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company), E L Brewpub, LLC (d/b/a HopCat East Lansing), HopCat-Ann Arbor, LLC, HopCat-Chicago, LLC, HopCat-Concessions, LLC, HopCat-Detroit, LLC, HopCat-GR Beltline, LLC, HopCat-Holland, LLC, HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple), HopCat-Kalamazoo, LLC, HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat), HopCat-Lexington, LLC, HopCat-Lincoln, LLC, HopCat-Louisville, LLC, HopCat-Madison, LLC, HopCat-Minneapolis, LLC, HopCat-Port St. Lucie, LLC, HopCat-Royal Oak, LLC, HopCat-St. Louis, LLC, Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant & Saloon) (collectively, the (“**Affiliates**”).

All of the directors of the Company were present and proper notice of the meeting was provided or waived.

Upon motion duly made, seconded and carried, the following resolutions were adopted by at least a majority of the members of the Board of Directors:

IT IS RESOLVED that, in light of the current circumstances of the Company and its Affiliates, it is in the best interests of the Company, its Affiliates, and their creditors for the Company and its Affiliates to file voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. Sections 101 et seq. (“**Chapter 11**”) in the United States Bankruptcy Court for the Western District of Michigan;

IT IS FURTHER RESOLVED that the Company, its Affiliates, and their officers are authorized and directed to take any and all steps necessary to effect the foregoing, including but not limited to executing petitions for relief under Chapter 11 and any related documents, including but not limited to the schedules and statements of financial affairs, applications and petitions for Court approval and other relief, a plan or plans of reorganization, a plan or plans for disposition of the Company’s and its Affiliates’ assets, and pleadings in adversary proceedings;

IT IS FURTHER RESOLVED that Mark A. Sellers, III and/or any other officer of the Company are authorized and directed to appear on behalf of the Company and its Affiliates in all bankruptcy proceedings and to otherwise do and perform all acts and deeds necessary and to execute and deliver all necessary documents on behalf of the Company and its Affiliates in connection with such bankruptcy cases; and

IT IS FURTHER RESOLVED that the Company and its Affiliates are authorized and directed to employ during the Chapter 11 proceedings: the law firms of Warner Norcross + Judd LLP and Pachulski Stang Ziehl & Jones LLP as legal counsel and Rock Creek Advisors LLC to provide financial advisory services and Mastodon Ventures, Inc. to provide investment banking services.

The undersigned certify that they are the respective acting Secretary and Board Chairman of the Company and that the foregoing is a true record of resolutions duly adopted at a meeting of the directors and that said meeting was held in accordance with State law and the operating agreement of the Company. The above resolutions are now in full force and effect without modification or rescission.

/s/ Amy Unseld_____

By: Amy Unseld

Its: Acting Secretary

/s/ Mark A. Sellers, III_____

By: Mark A. Sellers, III

Its: Board Chairman

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Ventures, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Founder and Chairman of the Board of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 3, 2020**

/s/ Mark A. Sellers, III

Mark A. Sellers, III/Founder and Chairman of the Board

Signer/Title

UNITED STATES ATTORNEY'S OFFICE
WESTERN DISTRICT OF MICHIGAN
BANKRUPTCY SECTION
P.O. BOX 208
GRAND RAPIDS MI 49501-0208

INTERNAL REVENUE SERVICE
P.O. BOX 7346
PHILADELPHIA PA 19101-7346

MICHIGAN DEPARTMENT OF TREASURY
BANKRUPTCY UNIT
P.O. BOX 30168
LANSING MI 48909

MICHIGAN UNEMPLOYMENT INS. AGE
PROOF OF CLAIM UNIT
3024 WEST GRAND BLVD.
SUITE 11-500
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AXA XL
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BELLEVUE WA 98005

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5273 140TH AVE. NE
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ROOM 220
49503

CITY OF GRAND RAPIDS TREASURER
300 MONROE AVE. NW
GRAND RAPIDS MI 49503

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SUITE 202
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C/O ROCKFORD CONSTRUCTION
61 FIRST STREET NW
GRAND RAPIDS MI 49504

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PONTIAC MI 48340-1244

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THE LOCK UP STORAGE CENTERS
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GRAND RAPIDS MI 49508

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Ventures, LLC**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Barfly Ventures, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

June 3, 2020

Date

/s/ Rozanne M. Giunta

Rozanne M. Giunta P29969

Signature of Attorney or Litigant
Counsel for **Barfly Ventures, LLC**
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